

Name, Address, Telephone No. & I.D. No.

Samuel A. Schwartz
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UNITED STATES BANKRUPTCY COURT

District of Nevada

In Re

Tru Grit Fitness LLC

Debtor(s)

BANKRUPTCY NO.
 CHAPTER NO. **11**

**DECLARATION RE: ELECTRONIC FILING OF PETITION
 SCHEDULES, STATEMENTS AND PLAN (if applicable)**

PART I - DECLARATION OF PETITIONER

I [We] **Brandon Hearn** and _____, the undersigned debtor(s) hereby declare under penalty of perjury that the information I have given my attorney and the information provided in the electronically filed petition, statements, schedules, amendments and plan (if applicable) as indicated above is true and correct. I consent to my attorney filing my petition, this declaration, statements, schedules and plan (if applicable) as indicated above to the United States Bankruptcy Court. I understand that this DECLARATION RE: ELECTRONIC FILING is to be filed with the Clerk once all schedules have been filed electronically but, in no event, no later than 15 days following the date the petition was electronically filed. I understand that failure to file the signed original of this DECLARATION will cause my case to be dismissed pursuant to 11 U.S.C. § 707(a)(3) without further notice.

- ☐ If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7 or 13. I am aware that I may proceed under chapter 7, 11, 12, or 13 of 11 United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7 or 13. I request relief in accordance with the chapter specified in this petition.
- ☒ [If petitioner is a corporation or partnership] I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor. The debtor requests relief in accordance with the chapter specified in this petition.

Dated: **December 7, 2022**

Signed: /s/ Brandon Hearn
Brandon Hearn/Chief Executive Officer
 (Applicant)

PART II - DECLARATION OF ATTORNEY

I, the attorney for the petitioner named in the foregoing petition, declare that, I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter.

Dated: **December 7, 2022**

Signed: /s/ Samuel A. Schwartz
Samuel A. Schwartz
 Attorney for Debtor(s)

**ACTION BY WRITTEN CONSENT OF A
MAJORITY OF THE CLASS A MEMBERS
AND BOARD OF THE MANAGERS OF
TRU GRIT FITNESS, LLC,
A NEVADA LIMITED LIABILITY COMPANY**

Dated as of December 7, 2022

The UNDERSIGNED, constituting a majority of the Class A members (the “**Members**”) of TRU GRIT FITNESS, LLC, a Nevada limited liability company (the “**Company**”), by and through the Members and Board of Managers (the “**Managers**”), hereby consents in writing to the adoption of the following resolutions, as if they were adopted at a duly convened meeting of the Members and Managers at which quorum was present and acting throughout, which actions are hereby deemed effective as of the date set forth above:

WHEREAS, the Members and Managers have reviewed and considered the financial and operational condition of the Company and the Company’s business on the date hereof, including the historical performance of the Company, the assets of the Company, the current and long-term liabilities of the Company, the viability of the Company’s business, and the strategic alternatives available to the Company;

WHEREAS, the Members and Managers have had the opportunity to consult with the management of the Company and the Company’s advisors and to fully consider the strategic alternatives available to the Company, including, without limitation, the relative risks and benefits of pursuing a bankruptcy proceeding under the provisions of Chapter 11 of Title 11 of the United States Code (as amended, the “**Bankruptcy Code**”); and

WHEREAS, the Members and Managers deem it advisable and in the best interests of the Company and its creditors, interest holders, and other parties in interest, to consent to and adopt, in the name of and on behalf of the Company, the following resolutions:

NOW, THEREFORE, IT IS:

RESOLVED, that it is desirable and in the best interests of the Company and its creditors, employees, and other interested parties that a voluntary Chapter 11 bankruptcy petition be filed by the Company, seeking relief under the provisions of Chapter 11 of the Bankruptcy Code (the “**Chapter 11 Case**”) in the United States Bankruptcy Court for the District of Nevada; and it is further

RESOLVED, that the chief executive officer and Member of the Company, BRANDON HEARN (the “**Authorized Person**”), be, and is, authorized and directed to execute and file on behalf of the Company, all petitions, schedules, lists, motions, applications, and other papers or documents with the appropriate court under the Bankruptcy Code and to take any and all action that is necessary, proper, or advisable to obtain such relief under the Bankruptcy Code, including, without limitation, any action necessary to maintain the ordinary course operation of the Company’s business; and it is further

RESOLVED, that the law firm of SCHWARTZ LAW, PLLC (“**Schwartz Law**”) be employed as counsel to the Company to represent and assist the Company in carrying out the Company’s duties under the Bankruptcy Code and to take any and all actions to advance the Company’s rights including the preparation of pleadings and filings in connection with the Chapter 11 Case, and the Authorized Person of the Company is hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon the filing of the Chapter 11 Case, and to cause to be filed an appropriate application for authority to retain the services of Schwartz Law; and it is further

RESOLVED, that the Authorized Person of the Company be, and hereby is, authorized and directed to employ any other individual and/or firm as professionals or consultants to the Company as are deemed necessary or advisable to represent and assist the Company in carrying out the Company’s duties under the Bankruptcy Code, and in connection therewith, the Authorized Person of the Company is hereby authorized and directed to execute appropriate retention agreements, and to cause to be filed an appropriate application for authority to retain the services of such firms; and it is further

RESOLVED, that the Authorized Person is hereby authorized and empowered to execute, deliver, file, and perform any agreement, document, or any amendment to the foregoing, in the name and on behalf of the Company, as may be necessary or advisable for the Company to obtain post-petition, all on such terms as the Authorized Person deems necessary or advisable in order to carry out the purpose and intent of the foregoing resolutions; and it is further

RESOLVED, that the Authorized Person is hereby authorized, empowered, and directed, in the name and on behalf of the Company, to take such additional actions, to perform all acts and deed, and to execute, ratify, certify, deliver, file, and record such additional agreements, notices, certificates, instruments, applications, payments, letters, and documents as any of them may deem necessary or advisable to implement the provisions of the foregoing resolutions, and to appoint such agents on behalf of the Company as such Authorized Person may deem necessary or

advisable in connection with any financing arrangement or the sale of assets, and the transactions contemplated by any of the foregoing, the authority for the taking of such action to be conclusive evidence thereof; and it is further

RESOLVED, that the Authorized Person is hereby authorized, empowered and directed, in the name and on behalf of the Company, to open and maintain one or more debtor-in-possession bank accounts for the Company, at such banks as the Authorized Person may determine, and that in connection therewith the Authorized Person may sign checks, authorize wire transfers and execute and deliver on behalf of the Company, such forms of banking resolutions as such banks may request and the Authorized Person may approve, which resolutions, when executed by such Authorized Person and inserted into the minute book of the Company, shall be deemed to be adopted by the Company with the same full force and effect as if such resolutions had been set forth herein in their entirety; and it is further

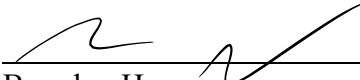
RESOLVED, that all of the acts and transactions taken by the Authorized Person or other members or managers, in the name and on behalf of the Company, relating to matters contemplated by the foregoing resolutions, which acts would have been approved by the foregoing resolutions except that such acts were taken prior to the execution of these resolutions, are hereby in all respects confirmed, approved, and ratified; and it is further


RESOLVED, that this written consent may be executed in any number of counterparts and by facsimile, portable document format, or other reproduction, and such execution shall be considered valid, binding, and effective for all purposes.

[No Further Text. Signature Page Follows.]

IN WITNESS WHEREOF, the undersigned has executed this written consent as of the date first written above.

CLASS A MEMBERS AND MANAGERS:

By: 
Name: Brandon Hearn
Member and Manager

By: 
Name: Matthew Piva
Member and Manager